

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON
55 EAST MONROE STREET
CHICAGO, ILLINOIS 60603-5803

LOS ANGELES OFFICE
ONE CENTURY PLAZA - SUITE 3300
2029 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067-3063
AREA CODE 213 277-7200
FACSIMILE 213 201-5219

NEW YORK OFFICE
757 THIRD AVENUE
NEW YORK, NEW YORK 10017-2013
AREA CODE 212 715-9000
TELEX NO. 422867
FACSIMILE 212 752-3116

AREA CODE 312 346-8000
CABLE ADDRESS: INTERLEX
FACSIMILE 312 269-8869

WASHINGTON, D.C. OFFICE
815 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20006-4004
AREA CODE 202 463-2400
FACSIMILE 202 828-5393

WRITER'S DIRECT DIAL (312)

RECORDATION NO

FILED 1425

SAN FRANCISCO OFFICE
101 CALIFORNIA STREET
SUITE 2900
SAN FRANCISCO, CALIFORNIA 94111-5858
AREA CODE 415 397-2823
FACSIMILE 415 397-8549

March 29, 1990 APR 2 1990 -11 50 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO

FILED 1425

0-092A012 APR 2 1990 -11 50 AM

INTERSTATE COMMERCE COMMISSION

Federal Express

Secretary
Interstate Commerce Commission
Room 2303
Washington, D.C. 20423

Attention: Ms. Mildred Lee

Re: Recordation No. 8752

Dear Secretary:

I am an attorney representing the parties to the enclosed documents. I have enclosed two originals and two certified copies of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code and the regulations adopted pursuant thereto.

The documents are:

1. Full Release (of security) dated March 27, 1990, a secondary document
2. Full Release (of security) dated March 27, 1990, a secondary document.
3. Full Release (of lease) dated March 16, 1990, a secondary document.

The primary document to which these are connected is recorded under Recordation No. 8752.

The names and addresses of the parties to these documents are as follows:

Owner-Trustee: First Illinois Bank, N.A., formerly known as First National Bank and Trust Company of Evanston
800 Davis Street
Evanston, Illinois 60204

Secretary
Interstate Commerce Commission

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Lessee: Chicago and North Western
Transportation Company
One North Western Center
165 North Canal
Chicago, Illinois 60606

Agent (for
Investors) Continental Bank, N.A., formerly
known as Continental Illinois
National Bank and Trust Company
of Chicago, successor in interest
to American National Bank and Trust
Company of Chicago
231 South LaSalle Street
Chicago, Illinois 60697

Interim
Lender: Comerica Bank-Detroit, formerly
known as The Detroit Bank
& Trust Company
211 West Fort
Detroit, Michigan 48275-1105

The equipment covered by this document is comprised of ~~ten~~ (16) GP-7 locomotives, being all of the equipment subject to the Reconstruction and Conditional Sale Agreement dated as of February 1, 1977, filed with the Commission under Recordation No. 8752, the Security Agreement dated February 1, 1977 filed with the Commission under Recordation No. 8751-C and the Lease of Railroad Equipment dated as of February 1, 1979, filed with the Commission under Recordation No. 8752-A.

A fee of \$45.00 is enclosed. Please return the original of each document and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each bearing your file stamp, to Richard Demarest Yant, Seyfarth, Shaw, Fairweather & Geraldson, 55 East Monroe Street, Suite 4200, Chicago, Illinois 60603.

A short summary of the documents to appear in the index follows:

1. Full Release dated March 27, 1990, by which the Recondition and Conditional Sale Agreement, the Transfer Agreement, and the Assignment of Lease and Agreement, each dated February 1, 1977, are

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Interstate Commerce Commission

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terminated and all equipment subject thereto is fully and completely released by Continental Bank, N.A., formerly known as Continental Illinois National Bank and Trust Company of Chicago, successor in interest to American National Bank and Trust Company of Chicago, 231 South LaSalle Street, Chicago, Illinois 60697 to Exchange National Bank of Chicago, as Owner-Trustee, c/o LaSalle National Bank, 135 South LaSalle Street, Chicago, Illinois 60603.

2. Full Release dated March 27, 1990, by which the Security Agreement dated February 1, 1977, terminated and all equipment subject thereto is fully and completely released by Comerica Bank-Detroit, formerly known as The Detroit Bank & Trust Company, 211 West Fort, Detroit, Michigan 48275-1105 to Exchange National Bank of Chicago, as Owner-Trustee, c/o LaSalle National Bank, 135 South LaSalle Street, Chicago, Illinois 60603.
3. Full Release dated March 16, 1990, by which the Lease of Railroad Equipment dated February 1, 1977, is terminated and all equipment subject thereto is fully and completely released by Chicago and North Western Transportation Company, One North Western Center, 165 North Canal, Chicago, Illinois 60606 to Exchange National Bank of Chicago, Owner-Trustee, c/o LaSalle National Bank, 135 South LaSalle Street, Chicago, Illinois 60603.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

RDY/tg
Enclosures

cc: John R. Mannix, Jr. (w/encl.)
John S. Reichner
Glen Zatz
Alice Greenhouse
H. W. Clark III

FULL RELEASE

APR 2 1990 -11 50 AM

INTERSTATE COMMERCE COMMISSION

This Release is given this 16th day of March, 1990 by CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY ("Lessee") to THE FIRST ILLINOIS BANK OF EVANSTON, N.A., formerly known as First National Bank and Trust Company of Evanston, as Owner-Trustee ("Lessor").

RECITALS:

A. Lessor and Lessee have entered into the Lease of Railroad Equipment dated as of February 1, 1977 ("Lease"), which was filed and recorded with the Interstate Commerce Commission on March 18, 1977 under recordation number 8752-A.

B. The Lease has expired by its terms, and Lessee desires to release all of its rights under the Lease.

NOW THEREFORE, in consideration of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessee hereby agrees as follows:

1. Lessee hereby releases Lessor and the "Beneficiaries" (as such term is defined in the Lease) from any and all liability or obligations under the Lease.

2. Lessee waives and releases all of its rights under the Lease, including without limitation any and all options to renew or rights of first refusal or otherwise to purchase the Units (as such term is defined in the Lease).

3. Lessee releases and quitclaims to Lessor all of its rights, title, and interest (if any) in and to each of the Units of Equipment.

IN WITNESS WHEREOF, Lessee has executed this Full Release as of the day and year first above written.

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

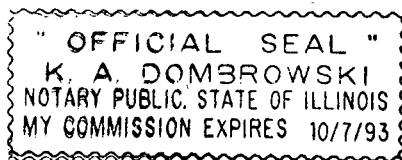
By: WE Waller

Title: VP- Motive Power & Materials

STATE OF ILLINOIS)
COUNTY OF COOK) SS

The foregoing instrument was acknowledged before me this 16th day of March, 1990 by D.E. WALLER, the VP-MOTIVE POWER & MATERIALS of Chicago and North Western Transportation Company a DELAWARE corporation, on behalf of the corporation.

K. A. Dombrowski
Notary Public



RECORDATION NO 8752 FILED 1425

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INTERSTATE COMMERCE COMMISSION

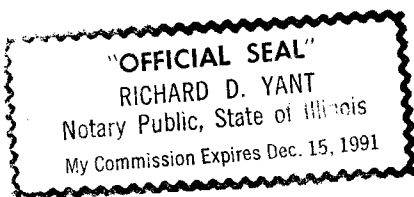
Certified Copy

State of Illinois)
) SS
County of Cook)

I, Richard D. Yant, a notary public in and for the County and State aforesaid, certify that I have compared the attached copy with the original and have found the copy to be complete and identical in all respects to the original document.

Date: March 31, 1990

[Seal]



Richard D. Yant
Signature of Notary Public